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## BEFORE THE ARIZONA CORPORATION COMMISSION

Arizona Corporation Commission

DOCKETED

MAR 27 2008

COMMISSIONERS

MIKE GLEASON, Chairman  
WILLIAM A. MUNDELL  
JEFF HATCH-MILLER  
KRISTIN K. MAYES  
GARY PIERCE

DOCKETED BY

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In the matter of

MORGAN STANLEY & CO.  
INCORPORATED,  
1585 Broadway  
New York, NY 10036-8293  
CRD # 8209

Respondent.

DOCKET NO. S-03536A-08-0123

DECISION NO. 70216

**ORDER TO CEASE AND DESIST, ORDER  
FOR ADMINISTRATIVE PENALTIES, AND  
CONSENT TO SAME  
BY: RESPONDENT MORGAN STANLEY &  
CO. INCORPORATED**

WHEREAS, Morgan Stanley & Co. Incorporated ("MS&Co" or "Respondent") is a dealer registered in the state of Arizona; and

WHEREAS, Morgan Stanley DW Inc. ("MSDW"), formerly known as Dean Witter, Discover & Co. ("Dean Witter"), was a dealer registered in the state of Arizona<sup>1</sup>; and

WHEREAS, in May 2005, MSDW & MS&Co, collectively referred to as Morgan Stanley, discovered deficiencies in some of their order entry systems that permitted the execution of transactions for certain types of securities without checking to determine whether the transactions

<sup>1</sup> Morgan Stanley, the product of a 1997 merger of Morgan Stanley Group Inc. and Dean Witter, Discover & Co., is a Delaware corporation whose common stock trades on the New York Stock Exchange. Morgan Stanley & Co. Incorporated is a wholly owned subsidiary of Morgan Stanley. Morgan Stanley DW Inc., formerly known as Dean Witter, Discover & Co., was a wholly owned subsidiary of Morgan Stanley until April 1, 2007, when Morgan Stanley DW Inc. merged into Morgan Stanley & Co. Incorporated to form a single broker-dealer.

1 complied with applicable securities registration requirements under state securities laws ("Blue Sky  
2 laws"); and

3 WHEREAS, immediately upon discovery of the deficiencies, Morgan Stanley formed a  
4 team to examine the issues and correct the problems; and

5 WHEREAS, Morgan Stanley conducted an internal investigation into the reasons why the  
6 affected order entry systems were not functioning properly and voluntarily provided the results of  
7 the internal investigation to members of a multi-state task force (collectively, the "State  
8 Regulators"); and

9 WHEREAS, Morgan Stanley self-reported the Blue Sky problem to all affected state and  
10 federal regulators; and

11 WHEREAS, the State Regulators have conducted a coordinated investigation into the  
12 activities of Morgan Stanley, and its predecessors, in connection with Morgan Stanley sales of  
13 securities over a several year period that did not satisfy the Blue Sky laws; and

14 WHEREAS, Morgan Stanley identified transactions that were executed in violation of the  
15 Blue Sky laws as a result of the system deficiencies and offered rescission to such customers with  
16 terms and conditions that are consistent with the provisions set out in the Securities Act of Arizona,  
17 A.R.S. §§ 44-1801 *et seq.* ("Securities Act"); and

18 WHEREAS, Morgan Stanley has since adopted policies and procedures, as well as further  
19 actions, designed to ensure compliance with all legal and regulatory requirements regarding Blue  
20 Sky laws, including applicable state securities laws and regulations; and

21 WHEREAS, Morgan Stanley has advised the State Regulators of its agreement to resolve  
22 the investigation relating to its practices of complying with state Blue Sky laws; and

23 WHEREAS, Morgan Stanley, elects to permanently waive any right to a hearing and appeal  
24 under Articles 11 and 12 of the Securities Act with respect to this Order To Cease And Desist,  
25 Order For Administrative Penalties, and Consent to Same ("Order"). Respondent admits the  
26 jurisdiction of the Arizona Corporation Commission ("Commission"); neither admits nor denies

1 the Findings of Fact and Conclusions of Law contained in this Order; and consents to the entry of  
2 this Order by the Commission.

3 NOW THEREFORE, the Arizona Corporation Commission ("Commission") hereby enters  
4 this Order:

5 I.

6 FINDINGS OF FACT

7 Preliminary Statement

8 On or about August of 2005, Morgan Stanley notified the North American Securities  
9 Administrators Association ("NASAA"), as well as the Arizona Corporation Commission's  
10 Securities Division, that it learned that certain order entry systems in place at its primary retail  
11 broker-dealer, MSDW, did not check whether certain securities transactions complied with Blue  
12 Sky law registration requirements. The Blue Sky surveillance problem included most fixed income  
13 securities and certain equity securities sold to customers in solicited and non-exempt transactions,  
14 from at least 1995.

15 Morgan Stanley discovered the Blue Sky issue in late May 2005. Shortly thereafter,  
16 Morgan Stanley commissioned an internal investigation to determine the origins and reasons for  
17 the oversight. Morgan Stanley discovered that its surveillance systems were deficient for the  
18 following reasons:

19 • Salesman workstations, the automated trading system used at Morgan Stanley, did  
20 not have any type of Blue Sky block, or other exception report, for trades involving fixed income  
21 securities;

22 • Morgan Stanley's Blue Sky surveillance system covered only securities contained in  
23 its Blue Sky databases, which were maintained separately for MSDW and MS&Co. As such, if the  
24 surveillance system did not locate a particular security in the Blue Sky database, the systems would  
25 allow the transaction to proceed without further checking or creating any exception report noting  
26 the inability to locate Blue Sky registration confirmation;

1           •       Morgan Stanley did not adequately stock its Blue Sky database with sufficient  
2 information, either by way of internal research or outside vendors' research, to properly review all  
3 transactions for Blue Sky compliance;

4           •       Morgan Stanley did not direct enough resources and personnel during the ten-year  
5 period to adequately manage the Blue Sky issues.

6           The result of the surveillance failures was that thousands of securities transactions,  
7 particularly fixed income securities, during the time frame January 1997 – May 2005, were  
8 approved and executed without first confirming Blue Sky registration status.

9                           **History of the Blue Sky Issue at Morgan Stanley**

10                           **Blue Sky Compliance Pre-1995**

11           1.       Before 1995, Dean Witter salesmen entered customer transactions using paper order  
12 tickets and the internal electronic wire. Dean Witter's Blue Sky surveillance system compared  
13 orders (by CUSIP number) with information in its internal Blue Sky database, known as BSKS.

14           2.       If the system detected a possible problem, it would allow the order to be filled out,  
15 but it would list the trade on a next-day T+1 exception report. Dean Witter's Blue Sky Manager  
16 then reviewed the report and contacted branch officers involved to determine whether particular  
17 trades had to be cancelled.

18           3.       BSKS contained information on equities in which Dean Witter made a market, a  
19 total of about 1,200 to 1,500 stocks. BSKS did not regularly contain information on fixed income  
20 securities unless the Blue Sky Manager was asked to manually enter such information by the fixed  
21 income trading area.

22           4.       When Dean Witter's Blue Sky system could not locate a security in BSKS, it did not  
23 reflect its inability to find the security in a "security-not-found" or other exception report.

24           5.       As a result, before 1995, Dean Witter had no surveillance system in place that  
25 would check for possible Blue Sky violations for most fixed income securities or equities in which  
26 Dean Witter was not making a market.

**Automation of Trading Systems in 1995 Did Not Correct  
Blue Sky Compliance Issue**

6. In 1995, Dean Witter began developing its automated order entry system, called the Financial Advisor Workstation ("Workstation"). In addition to using the Workstation to enter customer orders, Financial Advisors ("FAs") could use it to look up the Blue Sky status of securities in BSKS. After a customer order was entered on the Workstation, the system compared securities (by CUSIP number) with information in BSKS and automatically blocked trades not meeting specified requirements, including transactions that potentially posed Blue Sky issues.

7. However, the Workstation design team noted that the system was not designed to block fixed income securities and noted that such a feature would be added in a later phase:

...As previously discussed, the Order Entry System will perform the Blue Sky validation on-line. Initially, the Blue Sky and Compliance edits will be built into the **Equity Ticket, while Blue Sky validation in Fixed Income Ticket will be added in a later phase.** (emphasis added)

8. Until May 2005, no one on the Workstation design team or anyone else at the firm followed up on whether or when fixed income securities would be added to the Blue Sky validation process.

9. FAs using the Workstation to research the Blue Sky status of fixed income products did not receive either the requested Blue Sky information or a warning message to contact Compliance, which resulted in the processing of fixed income transactions without the performance of proper Blue Sky checks.

10. In response to early complaints about the Workstation's slowness, MSDW programmed the system to execute an order for equity securities regardless of whether the system had completed Blue Sky screening. However, the system compared all such trades at the end of the day to BSKS and listed possibly violative transactions on the T+1 exception report.

11. In addition, MSDW did not include surveillance for Blue Sky compliance in the various trading platforms that it subsequently built out to support MSDW's managed account

1 business. Although MSDW initially built and revised these systems over time, it failed to  
2 incorporate Blue Sky surveillance into these systems.

3 12. During the automation process in 1995, MSDW's Blue Sky Manager advised the  
4 Compliance Director and the Deputy Compliance Director that the new automated system would  
5 require her to monitor more than 15,000 equity securities, rather than about 1,500 equity securities  
6 that she previously monitored.

7 13. During this time, the Firm, the Compliance Director, and his deputy failed to  
8 recognize the significant compliance issue that existed due to the pre-automation system not  
9 providing Blue Sky checks on many equities or fixed income securities.

10 14. To assist the Blue Sky Manager, MSDW bought a newly available automated Blue  
11 Sky information feed covering only equities from an outside vendor, Blue Sky Data Corp  
12 ("BSDC") on April 11, 1996 (an information feed for fixed income securities was not available  
13 until 1997). Upon buying the service, MSDW terminated the Blue Sky Manager's only assistant.

14 15. The new BSDC equity feed resulted in a substantial increase of information (from  
15 1,500 to 15,000 covered equities) causing the volume of possible Blue Sky violations appearing on  
16 the daily T+1 exception report to increase substantially, which overwhelmed the Blue Sky  
17 Manager.

18 **Blue Sky Problem Not Detected Following The Merger**

19 16. On or about May 31, 1997, Dean Witter merged with Morgan Stanley Group, Inc.  
20 After the merger, the Blue Sky problems continued.

21 17. The predecessor Morgan Stanley Group, Inc., had conducted a retail business,  
22 including Blue Sky checking, through its relatively small Private Wealth Management Group  
23 ("PWM"), which served ultra-high net worth clients.

24 18. After the merger, the combined firm kept the two predecessor firms' trading  
25 systems (including the corresponding Blue Sky systems) running in parallel—one for MSDW and  
26 the other for PWM. Beginning in 1998, Morgan Stanley assigned MSDW's Blue Sky Manager to

1 monitor the PWM Blue Sky system as well, even though the Blue Sky Manager had difficulties  
2 with the increased review responsibilities created by the MSDW T+1 exception reports.

3 19. The two Blue Sky systems produced different, but similar, exception reports that  
4 identified transactions with possible Blue Sky violations. For PWM this included all such trades,  
5 and for MSDW this included trades that had not been stopped by the front-end block then in place.

6 20. Morgan Stanley's Blue Sky databases contained only a small amount of fixed  
7 income Blue Sky information entered manually over the years and did not cross-reference the  
8 information they each separately contained.

9 21. Beginning sometime in 1997, BSDC began offering a fixed income Blue Sky  
10 information feed, and on December 15, 1997, BSDC contacted Morgan Stanley to solicit the new  
11 fixed income feed. Morgan Stanley elected to add BSDC's fixed income feed to the PWM Blue  
12 Sky System, but not to MSDW's Blue Sky system.

13 22. For the next eight (8) years, although some of Morgan Stanley's employees in its  
14 compliance department were aware that MSDW did not have an adequate fixed income Blue Sky  
15 registration verification system, neither Morgan Stanley, nor any of its employees took any action  
16 to rectify the situation.

17 **Blue Sky Violations Not Detected By Internal Audit**

18 23. Morgan Stanley's Internal Audit Department commenced an audit of Blue Sky  
19 surveillance in the Fall of 2002. Internal Audit noted that the "objective of the audit was to assess  
20 whether adequate internal controls and procedures exist[ed] to ensure that Product Surveillance  
21 activity for ...Blue Sky...[was] properly performed, documented, and monitored, in accordance  
22 with [Morgan Stanley] policy, applicable laws and regulatory requirements."

23 24. The audit workpapers stated that a control objective was to assure that the Blue Sky  
24 unit monitored "equity security trading activity" and "market maker securities and those securities  
25 recommended by Morgan Stanley's Research Department," but they did not mention the need to  
26

1 monitor fixed income trading activity nor securities beyond those where Morgan Stanley made a  
2 market or provided research coverage.

3 25. A review of the Internal Audit revealed that fixed income, as well as other types of  
4 transactions, were reviewed. In particular, workpapers show an October 29, 2002 trade in a  
5 particular bond that noted: "Bond originally was not blue sky available," but found this trade was  
6 appropriately resolved, from a Blue Sky perspective, by "Signed Solicitation letter obtained from  
7 client acknowledging unsolicited order."

8 26. Despite the fact that some fixed income transactions were reviewed, the Internal  
9 Audit failed to recognize that there were no hard blocks when a security was not found in the Blue  
10 Sky database.

11 27. While the workpapers from the Internal Audit concluded that Morgan Stanley's  
12 performance was "adequate" for most Blue Sky surveillance activities, the workpapers also  
13 concluded that performance was "inadequate" in the area of communicating Blue Sky surveillance  
14 findings to management and commented that "there is no evidence of analysts/supervisory review  
15 over Surveillance Reports."

16 28. In its final report dated July 31, 2003, the Internal Audit concluded, in part, that  
17 there were "[n]o control deficiencies noted" in the areas of "Exception Reporting" ("Review of  
18 daily exception reports") and "Management Oversight / Monitoring" ("Supervision of Compliance  
19 analyst activities to ensure the adequacy of investigation and corrective action").

20 29. After noting that the audit "evaluated the existence and the adequacy of the design  
21 of the monitoring mechanisms employed to ensure that key controls are operating effectively," the  
22 report concluded that there were "[n]o findings...that warranted discussion with the Board Audit  
23 Committee."

24 **The State Of Blue Sky Systems Existing In Early 2005**

25 30. At the beginning of 2005, MSDW had in place an up-front order entry block, but it  
26 covered only transactions involving equities, certificates of deposit, mutual funds, managed



1 futures, insurance, and unit investment trusts. The block did not cover fixed income securities,  
2 apart from certificates of deposit.

3 31. MSDW's Blue Sky system did not contain information for all securities (especially  
4 fixed income) and failed to include any sort of "security-not-found" exception report to flag  
5 transactions in securities not contained in the Blue Sky database, resulting in no surveillance for  
6 such transactions.

7 32. MS&Co's PWM Group operated on a different platform that never included any  
8 automated block to prevent execution of transactions possibly violating Blue Sky requirements.  
9 Instead, MS&Co's PWM system automatically generated a T+1 exception report covering both  
10 equities and fixed income securities containing possible Blue Sky violations.

11 33. At the beginning of 2005, MSDW's Blue Sky policies and procedures had remained  
12 fundamentally unchanged for a decade. While the policies articulated the obligation of individual  
13 FAs and branch managers to check for Blue Sky compliance, MSDW did not provide the FAs and  
14 branch managers with the proper tools to assist them in fulfilling their Blue Sky responsibilities,  
15 and did not require adequate monitoring systems to check for Blue Sky compliance.

16 34. Moreover, Morgan Stanley did not adequately staff the Blue Sky Manager's office  
17 with sufficient resources and personnel to assist and supervise all security transactions.

18 **Recognition Of The Blue Sky Surveillance Problem, Morgan Stanley's Self-Reporting To**  
19 **Regulators And Remediation Efforts**

20 35. At the end of 2004, Morgan Stanley hired a new Compliance employee in the  
21 Policies and Procedures Group. The employee came with considerable experience in Blue Sky and  
22 other surveillance related matters and soon was charged with managing certain surveillance  
23 functions.

24 36. On or about May 23, 2005, during a review of MSDW's Blue Sky compliance  
25 surveillance, the employee learned that while MSDW had an equity Blue Sky feed from BSDC, it  
26

1 received no similar feed for fixed income securities. The employee reported the situation to  
2 MSDW's new Head of Compliance the following day.

3 37. Upon hearing the report, the Head of Compliance directed the employee to have  
4 MSDW acquire the fixed income feed from BSDC as soon as possible. MSDW began receiving  
5 the fixed income feed from BSDC on May 30, 2005.

6 38. Morgan Stanley then took steps to assess the significance and extent of the gaps in  
7 surveillance. A team of persons was formed in June 2005 to examine the issues and worked  
8 through the balance of June and July in an effort to identify the deficiencies and to begin to  
9 immediately correct the problems. In doing so, the team created a list of Blue Sky compliance  
10 requirements for all trading platforms and identified a list of Blue Sky compliance gaps.

11 39. On August 12, 2005, an Executive Director in the Regulatory Group of Morgan  
12 Stanley's Law Division began the process of self-reporting the Blue Sky problem to state  
13 regulators. Over the next couple of weeks, the Executive Director notified regulators in all fifty  
14 (50) states, the District of Columbia and Puerto Rico, as well as the National Association of  
15 Securities Dealers ("NASD"). The head of the Regulatory Group had already given preliminary  
16 notice to the New York Stock Exchange ("NYSE").

17 40. Upon receiving the fixed income feed from BSDC, MSDW made necessary system  
18 enhancements and conducted testing of the system enhancements, resulting in MSDW putting the  
19 fixed income feed into production on June 20, 2005. The changes permitted a daily updating of  
20 MSDW's internal Blue Sky database and allowed fixed income exceptions to appear on the daily  
21 T+1 report.

22 41. On or about July 15, 2005, MSDW developed a "security-not-found" report to  
23 address instances where the BSDC feed may not contain data for a particular security. This report,  
24 generated on a T+1 basis, identifies all transactions in securities (by CUSIP number) not  
25 recognized by the Blue Sky database that could potentially violate Blue Sky laws. Currently the  
26

1 security-not-found report covers both equities and fixed income transactions entered though the  
2 equity and fixed income order entry platforms on the Workstations.

3 42. On a daily basis, Compliance personnel analyze the security-not-found report to  
4 ascertain the Blue Sky registration or exemption status of the flagged transaction and make a  
5 determination regarding the Blue Sky status of the identified transactions prior to settlement date.  
6 If they discover a transaction that violated Blue Sky restrictions, they instruct the branch that  
7 effected the transaction to cancel it. When analyzing the report, Compliance personnel also update  
8 the Blue Sky database to include relevant information about the securities they research.

9 43. On or about July 29, 2005, MSDW programmed a hard block – *i.e.* a block an FA  
10 cannot override—that prevents the entry of fixed income transactions that could violate Blue Sky  
11 regulations.

12 44. MSDW has also refined the process to filter out transactions that qualify for certain  
13 exemptions that span all Blue Sky jurisdictions. By eliminating the covered transactions, the  
14 system yields a smaller and more manageable pool of securities with potential Blue Sky issues for  
15 manual review by the Compliance Department.

16 45. Additionally, MSDW directed its IT Department to examine all of MSDW's trading  
17 platforms to determine the nature and scope of the Blue Sky compliance problem.

18 The review uncovered a gap in Blue Sky coverage for MSDW's managed account  
19 platforms to the extent that such platforms include affiliated money managers or accommodate  
20 salesman discretionary trading. MSDW has taken the necessary steps to close the gaps in the  
21 managed account platforms, and has incorporated trading in the managed account platforms into  
22 the securities-not-found report.

23 46. By the end of 2005, Morgan Stanley remedied all of the previously identified Blue  
24 Sky compliance gaps in both MSDW and PWM systems.

25 47. Morgan Stanley hired additional Compliance Department employees to staff its  
26 Blue Sky function. In particular, the new personnel include a new Blue Sky manager who is

1 dedicated exclusively to Blue Sky compliance. A full time temporary employee was hired to assist  
2 the Blue Sky manager and Morgan Stanley subsequently hired this individual as a permanent full-  
3 time employee. Morgan Stanley also assigned a back-up person to cover the Blue Sky Manager's  
4 responsibilities in the event of absences.

5 48. At great expense, Morgan Stanley conducted a review of millions of historical  
6 transactions and identified those that were executed in violation of the Blue Sky laws as a result of  
7 the system deficiencies and offered rescission to customers with terms and conditions that are  
8 consistent with the provisions from the state securities statutes that correspond to the state of  
9 residence of each affected customer.

## 10 II.

### 11 CONCLUSIONS OF LAW

12 1. The Commission has jurisdiction over this matter pursuant to Article XV of the  
13 Arizona Constitution and the Securities Act.

14 2. Respondent offered or sold securities within or from Arizona, within the meaning of  
15 A.R.S. §§ 44-1801(15), 44-1801(21), and 44-1801(26).

16 3. Respondent's failure to maintain adequate systems to reasonably ensure compliance  
17 with Blue Sky laws resulted in the sale of unregistered securities in violation of A.R.S. § 44-1841.

18 4. Respondent failed to reasonably supervise its agents or employees, within the  
19 meaning of A.R.S. § 44-1961(A)(12).

20 5. Respondent's conduct is grounds for a cease and desist order pursuant to A.R.S.  
21 § 44-1961 and A.R.S. § 44-2032.

22 6. Respondent's conduct is grounds for administrative penalties under A.R.S. § 44-  
23 1961 and A.R.S. § 44-2036.

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**III.****ORDER**

THEREFORE, on the basis of the Findings of Fact, Conclusions of Law, and Respondent's consent to the entry of this Order, attached and incorporated by reference, for the sole purpose of settling this matter prior to a hearing, the Commission finds that the following relief is appropriate, in the public interest, and necessary for the protection of investors:

**IT IS HEREBY ORDERED:**

1. This Order concludes the Investigation by the Commission and any other action that the Commission could commence under the Securities Act on behalf of the state of Arizona as it relates to Respondent, Morgan Stanley, or any of its affiliates, and their current or former officers, directors, and employees, arising from or relating to the subject of the Investigation, provided, however, that excluded from and not covered by the paragraph are any claims by the Commission arising from or relating to enforcement of the Order provisions contained herein.

2. Pursuant to A.R.S. §§ 44-1961 and 44-2032, Respondent, and any of Respondent's agents, employees, successors and assigns, shall permanently cease and desist from violating the Securities Act.

3. This Order shall become final upon entry.

4. Pursuant to A.R.S. §§ 44-1961 and 44-2036, Respondent shall pay an administrative penalty in the amount of Seven Hundred Seventy-four Thousand and Seven Hundred Nine Dollars (\$774,709.00) to the "State of Arizona," which amount constitutes the state of Arizona's proportionate share of the state settlement amount of 8.5 Million Dollars (\$8,500,000.00), which shall be payable to the state of Arizona within ten (10) days of the date on which this Order becomes final.

5. If payment is not made by Respondent, the Commission may vacate this Order, at its sole discretion, upon ten (10) days notice to Respondent and without opportunity for administrative hearing.

1           6.     This Order is not intended by the Commission to subject any Covered Person to any  
2     disqualifications under the laws of the United States, any state, the District of Columbia or Puerto  
3     Rico, including, without limitation, any disqualification from relying upon the state or federal  
4     registration exemptions or safe harbor provisions. "Covered Person," means Morgan Stanley or  
5     any of its affiliates and their current or former officers, directors, employees, or other persons that  
6     would otherwise be disqualified as a result of the Orders (as defined below).

7           7.     This Order and the order of any other State in related proceedings against Morgan  
8     Stanley (collectively, the "Orders") shall not disqualify any Covered Person from any business that  
9     they otherwise are qualified, licensed or permitted to perform under applicable law of the state of  
10    Arizona and any disqualifications from relying upon this state's registration exemptions or safe  
11    harbor provisions that arise from the Orders are hereby waived.

12          8.     For any person or entity not a party to this Order, this Order does not limit or create  
13    any private rights or remedies against Morgan Stanley or create liability of Morgan Stanley or limit  
14    or create defenses of Morgan Stanley to any claims.

15          9.     This Order and any dispute related thereto shall be construed and enforced in  
16    accordance, and governed by, the laws of the state of Arizona, without regard to any choice of law  
17    principles.

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10. This Order shall be binding upon Respondent and its successors and assigns. Further, with respect to all conduct subject to Paragraph 4 above and all future obligations, responsibilities, undertakings, commitments, limitations, restrictions, events, and conditions, the term "Respondent" as used here shall include Morgan Stanley's successors or assigns.

IT IS FURTHER ORDERED that this Order shall become effective immediately.

BY ORDER OF THE ARIZONA CORPORATION COMMISSION

*James E. Gleason*  
CHAIRMAN

*William T. Miller*  
COMMISSIONER

*Jeffrey M. Hatch-Miller*  
COMMISSIONER

*R. W. [Signature]*  
COMMISSIONER

*Gang [Signature]*  
COMMISSIONER

IN WITNESS WHEREOF, I, DEAN S. MILLER, Interim Executive Director of the Arizona Corporation Commission, have hereunto set my hand and caused the official seal of the Commission to be affixed at the Capitol, in the City of Phoenix, this 27<sup>th</sup> day of March, 2008.

*Dean S. Miller*  
DEAN S. MILLER  
Interim Executive Director

DISSENT

DISSENT

This document is available in alternative formats by contacting Linda Hogan, ADA Coordinator, voice phone number 602-542-3931, e-mail [lhogan@azcc.gov](mailto:lhogan@azcc.gov).

MN

**CONSENT TO ENTRY OF ORDER**

1  
2           1.     Respondent Morgan Stanley & Co. Incorporated, a dealer registered in the state of  
3 Arizona, admits the jurisdiction of the Commission over the subject matter of this proceeding.  
4 Respondent acknowledges that Respondent has been fully advised of Respondent's right to a  
5 hearing to present evidence and call witnesses and Respondent knowingly and voluntarily waives  
6 any and all rights to a hearing before the Commission and all other rights otherwise available  
7 under Article 11 of the Securities Act and Title 14 of the Arizona Administrative Code.  
8 Respondent acknowledges that this Order To Cease And Desist, Order For Administrative  
9 Penalties, and Consent to Same ("Order") constitutes a valid final order of the Commission.

10           2.     Respondent knowingly and voluntarily waives any right under Article 12 of the  
11 Securities Act to judicial review by any court by way of suit, appeal, or extraordinary relief  
12 resulting from the entry of this Order.

13           3.     Respondent represents, warrants, and agrees that it has received legal advice from  
14 its attorneys with respect to the advisability of executing this Order.

15           4.     Morgan Stanley agrees not to take any action or to make or permit to be made on its  
16 behalf any public statement denying, directly or indirectly, any finding in this Order or creating the  
17 impression that this Order is without factual basis. Nothing in this Paragraph affects Morgan  
18 Stanley's: (i) testimonial obligations or (ii) right to take legal or factual positions in defense of  
19 litigation or in defense of a claim or other legal proceedings in which the state of Arizona is not a  
20 party.

21           5.     Respondent, on behalf of itself and as successor to MSDW, states that no promise  
22 of any kind or nature whatsoever was made to induce it to enter into this Order and that it has  
23 entered into this Order voluntarily.

24           6.     Respondent consents to the entry of this Order and agrees to be fully bound by its  
25 terms and conditions.  
26



By Eric F. Grossman  
Eric F. Grossman  
Its Managing Director

SUBSCRIBED AND SWORN TO BEFORE me this 6<sup>th</sup> day of March  
2008

John Hettrick  
NOTARY PUBLIC

JOHN PLOTNICK  
NOTARY PUBLIC, STATE OF NEW YORK  
NO. 31-01PL4730133  
QUALIFIED IN NEW YORK COUNTY  
COMMISSION EXPIRES 1/31/2011